

RECORDATION NO. 26886 - <sup>N</sup>FILED

SEP 21 '11 -4 40 PM

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
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SUITE 301  
WASHINGTON, D.C.  
20036

**SURFACE TRANSPORTATION BOARD**

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

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September 21, 2011

Ms Cynthia T Brown  
Chief of the Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 "E" Street, S.W.  
Washington, D.C. 20423

Dear Ms Brown

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Sixth Amendment to Master Railroad Security Agreement, dated as of September 12, 2011, a secondary document as defined in the Board's Rules for the Recordation of Documents

The enclosed document relates to the Master Railroad Security Agreement filed with the Board under Recordation Number 26886.

The names and addresses of the parties to the enclosed document are

Bank.	MB Financial Bank, N A 6111 North River Road Rosemont, IL 60018
Grantors	Residual Based Finance Corporation ALF P-I, Inc. ALF P-II, Inc ALF P-II, Inc RLH1 LLC Bangor & Aroostook Holdings, Inc 70 West Madison Street, Suite 2340 Chicago, IL 60602

Ms Cynthia T Brown  
September 21 2011  
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A description of the railroad equipment covered by the enclosed document  
is

218 gondola railcars within the series LCRX 4002 – LCRX 4279 as more  
particularly set forth in the equipment schedule attached to the document

A short summary of the document to appear in the index is

Memorandum of Sixth Amendment to Master Railroad Security  
Agreement

Also enclosed is a check in the amount of \$41 00 payable to the order of  
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the  
undersigned

Very truly yours,

  
✓ Edward M Luria

EML/sem  
Enclosures

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SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF SIXTH AMENDMENT TO MASTER RAILROAD  
SECURITY AGREEMENT**

This Memorandum of Sixth Amendment to Master Railroad Security Agreement is made and entered into as of September 12, 2011 by and among RESIDUAL BASED FINANCE CORPORATION, an Illinois corporation ("Residco"), ALF P-I, Inc., an Illinois corporation, ALF P-II, Inc. an Illinois corporation, ALF P-III, Inc. an Illinois corporation, BANGOR & AROOSTOOK HOLDINGS, INC, a Maine corporation, and RLH1 LLC, a Delaware limited liability company, (collectively, the "Grantor"), each of which has its chief executive office located at 70 West Madison Street, Suite 2340 Chicago, Illinois 60602 and MB FINANCIAL BANK, N.A., a national banking association (the "Bank"), whose address is 6111 North River Road, Rosemont, Illinois 60018, respecting that Master Railroad Security Agreement dated as of June 28, 2007 entered into between the Grantor and the Bank.

Grantor and Bank hereby affirm and acknowledge that Grantor has agreed to grant the Bank, its successors and assigns, a security interest in certain railroad equipment bearing reporting marks and road numbers as listed on Exhibit A attached hereto.

IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate or company authority, as the case may be, has caused this Memorandum of Sixth Amendment to Master Railroad Security Agreement to be duly executed in its corporate name by its officers, thereunto duly authorized, all as of the date first above written.

Grantor:

ALF P-I, INC., an Illinois  
corporation

By: 

Name: Vincent A Kolber

Title: President

STATE OF Illinois )

COUNTY OF Cook )

SS:

On this 12 of September, 2011, before me personally appeared Vincent Kolber, to me personally known, who being duly sworn, stated that he is President of ALF P-I, INC., that said instrument was signed on behalf of said banking corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



SARA JACOBS  
MY COMMISSION EXPIRES  
AUGUST 18, 2015



Notary Public

My Commission Expires

Grantor:

ALF P-II, INC., an Illinois  
corporation

By: 

Name: Vincent A. Kolber

Title: President

STATE OF Illinois )

COUNTY OF Cook )

SS:

On this 12 of September, 2011, before me personally appeared  
Vincent Kolber, to me personally known, who being  
duly sworn, stated that he is President of ALF P-II, INC., that  
said instrument was signed on behalf of said banking corporation by authority of its board  
of directors, and he acknowledged that the execution of the foregoing instrument was the  
free act and deed of said corporation.

  
Notary Public



My Commission Expires

Grantor:

ALF P-III, INC., an Illinois  
corporation

By: 

Name: Vincent A. Kolber

Title: President

STATE OF Illinois )  
COUNTY OF Cook )

SS:

On this 12 of September, 2011, before me personally appeared Vincent Kolber, to me personally known, who being duly sworn, stated that he is President of ALF P-III, INC., that said instrument was signed on behalf of said banking corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
Notary Public



My Commission Expires

Grantor:

**BANGOR & AROOSTOOK  
HOLDINGS, INC., a Maine  
corporation**

By: 

Name: Vincent A. Kolber

Title: President

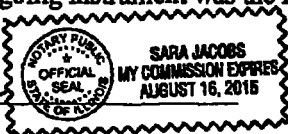
STATE OF Illinois )

COUNTY OF Cook )

SS:

On this 12 of September, 2011, before me personally appeared Vincent Kolber, to me personally known, who being duly sworn, stated that he is President of BANGOR & AROOSTOOK HOLDINGS, INC, that said instrument was signed on behalf of said banking corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
Notary Public



My Commission Expires

Grantor:

RLH1 LLC, a Delaware limited liability company

By: *Vincent A. Kolber*

Name: Vincent A. Kolber

Title: manager

STATE OF Illinois )

COUNTY OF Cook )

SS:

On this 17 of September, 2011, before me personally appeared Vincent A. Kolber, to me personally known, who being duly sworn, stated that he is manager of RLH1 LLC, that said instrument was signed on behalf of said Limited Liability Company by authority of its manager(s), and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

*Sara Jacobs*  
Notary Public



My Commission Expires

RESIDUAL BASED FINANCE  
CORPORATION, an Illinois  
corporation

By: 

Name: Vincent A. Kolber

Title: President

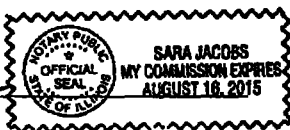
STATE OF Illinois )

COUNTY OF COOK )

SS:

On this 12 of September, 2011, before me personally appeared Vincent Kolber, to me personally known, who being duly sworn, stated that he is President of RESIDUAL BASED FINANCE CORPORATION, that said instrument was signed on behalf of said banking corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
Notary Public



My Commission Expires

Agreed and accepted.

Bank:

MB FINANCIAL BANK, N.A., a  
national banking association

By: Maureen Jones  
Name: Maureen JAMES  
Title: First Vice President

STATE OF Illinois )  
COUNTY OF Cook ) SS:

On this 12 of September, 2011, before me personally appeared MAUREEN JAMES, to me personally known, who being duly sworn, stated that he is FIRST VICE PRESIDENT of MB FINANCIAL BANK, N.A., that said instrument was signed on behalf of said banking corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Sandra L Biske  
Notary Public

My Commission Expires



## EXHIBIT A

### Description of Cars: Aluminum Gondolas

Quantity: 218

### Reporting marks and identifying numbers:

LCRX 4002	LCRX 4053	LCRX 4102	LCRX 4147	LCRX 4201	LCRX 4250
LCRX 4004	LCRX 4055	LCRX 4103	LCRX 4148	LCRX 4202	LCRX 4251
LCRX 4005	LCRX 4056	LCRX 4104	LCRX 4150	LCRX 4203	LCRX 4253
LCRX 4007	LCRX 4057	LCRX 4105	LCRX 4151	LCRX 4204	LCRX 4254
LCRX 4008	LCRX 4058	LCRX 4106	LCRX 4152	LCRX 4205	LCRX 4255
LCRX 4009	LCRX 4060	LCRX 4108	LCRX 4153	LCRX 4206	LCRX 4256
LCRX 4010	LCRX 4062	LCRX 4109	LCRX 4154	LCRX 4208	LCRX 4257
LCRX 4011	LCRX 4063	LCRX 4110	LCRX 4155	LCRX 4209	LCRX 4258
LCRX 4012	LCRX 4064	LCRX 4113	LCRX 4157	LCRX 4211	LCRX 4259
LCRX 4013	LCRX 4065	LCRX 4114	LCRX 4158	LCRX 4212	LCRX 4260
LCRX 4014	LCRX 4066	LCRX 4115	LCRX 4160	LCRX 4213	LCRX 4261
LCRX 4015	LCRX 4068	LCRX 4116	LCRX 4161	LCRX 4214	LCRX 4262
LCRX 4017	LCRX 4069	LCRX 4117	LCRX 4162	LCRX 4217	LCRX 4263
LCRX 4018	LCRX 4070	LCRX 4118	LCRX 4163	LCRX 4219	LCRX 4264
LCRX 4019	LCRX 4071	LCRX 4120	LCRX 4164	LCRX 4220	LCRX 4265
LCRX 4020	LCRX 4072	LCRX 4121	LCRX 4165	LCRX 4221	LCRX 4266
LCRX 4021	LCRX 4074	LCRX 4122	LCRX 4166	LCRX 4222	LCRX 4267
LCRX 4022	LCRX 4075	LCRX 4124	LCRX 4168	LCRX 4223	LCRX 4268
LCRX 4023	LCRX 4076	LCRX 4125	LCRX 4169	LCRX 4224	LCRX 4269
LCRX 4024	LCRX 4077	LCRX 4126	LCRX 4170	LCRX 4226	LCRX 4271
LCRX 4025	LCRX 4078	LCRX 4127	LCRX 4171	LCRX 4227	LCRX 4272
LCRX 4028	LCRX 4079	LCRX 4128	LCRX 4174	LCRX 4228	LCRX 4273
LCRX 4029	LCRX 4080	LCRX 4129	LCRX 4176	LCRX 4229	LCRX 4274
LCRX 4030	LCRX 4082	LCRX 4131	LCRX 4178	LCRX 4232	LCRX 4275
LCRX 4031	LCRX 4083	LCRX 4132	LCRX 4179	LCRX 4233	LCRX 4276
LCRX 4032	LCRX 4084	LCRX 4133	LCRX 4180	LCRX 4234	LCRX 4277
LCRX 4034	LCRX 4085	LCRX 4135	LCRX 4181	LCRX 4235	LCRX 4278
LCRX 4036	LCRX 4086	LCRX 4136	LCRX 4182	LCRX 4236	LCRX 4279
LCRX 4038	LCRX 4088	LCRX 4137	LCRX 4184	LCRX 4237	
LCRX 4040	LCRX 4089	LCRX 4138	LCRX 4185	LCRX 4238	
LCRX 4041	LCRX 4090	LCRX 4139	LCRX 4186	LCRX 4239	
LCRX 4042	LCRX 4092	LCRX 4140	LCRX 4190	LCRX 4240	
LCRX 4043	LCRX 4093	LCRX 4141	LCRX 4191	LCRX 4241	
LCRX 4045	LCRX 4094	LCRX 4142	LCRX 4195	LCRX 4243	
LCRX 4046	LCRX 4095	LCRX 4143	LCRX 4196	LCRX 4245	
LCRX 4048	LCRX 4097	LCRX 4144	LCRX 4198	LCRX 4246	
LCRX 4049	LCRX 4099	LCRX 4145	LCRX 4199	LCRX 4247	
LCRX 4052	LCRX 4101	LCRX 4146	LCRX 4200	LCRX 4248	

CERTIFICATION

I, Edward M Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document

Dated

9/21/11

Edward M Luria

Edward M. Luria